

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO.

27445-A  
FILED

APR 03 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

April 3, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of March 25, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27445.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Minneapolis, MN 55479

Anne K. Quinlan, Esquire  
April 3, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

97 covered hopper railcars within the series UCFX 57101 - UCFX 57303 as more particularly set forth in the attachment to the document.

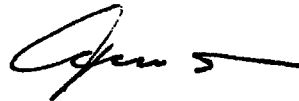
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered effective as of March 25, 2008, by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, Assignor is Lessor by assignment of U. C. Trust No. 18 Lease dated as of April 1, 1979 between The Connecticut Bank and Trust Company, as Trustee and Union Carbide Corporation. ("Lessee") and Second Lease Extension Agreement to Lease Supplement No. 2 dated September 25, 2006 between Lessee and Lessor ("Old Lease") and has entered into Third Lease Extension Agreement to Lease Supplement No. 2 Deal R01220 dated March 6, 2008 with Lessee ("New Lease") both of which have been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Memorandum of Assignment and assigned recordation number 27445.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

***[Signature Pages to Follow]***

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: THE ANDERSONS, INC.

By: Nicholas C. Conrad  
Nicholas C. Conrad  
Assistant Treasurer

STATE OF OHIO       )  
COUNTY OF LUCAS    ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, Assistant Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

31<sup>st</sup> In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of March, 2008.



Judy A. Baldwin  
Notary Public  
My commission expires 02/01/2010

JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

ASSIGNEE: WELLS FARGO EQUIPMENT FINANCE,  
INC.

By: *[Signature]*  
Name: *Jacqueline Barragan*  
Title: *AVP*

STATE OF Minnesota )  
COUNTY OF Hennepin ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared *Jacqueline Barragan*, the *AVP* of Wells Fargo Equipment Finance, Inc. a Minnesota corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at  
\_\_\_\_\_ this *2<sup>nd</sup>* day of *April*, 2008.

*[Signature]*  
Notary Public  
My Commission Expires: *1/31/13*



**EQUIPMENT**  
**Union Carbide**

Ninety seven (97) 100-Ton CF5701 Center Flow Covered Hopper Cars, marked as follows:

UCFX 057101	UCFX 057153	UCFX 057253
UCFX 057102	UCFX 057154	UCFX 057254
UCFX 057104	UCFX 057158	UCFX 057255
UCFX 057108	UCFX 057181	UCFX 057257
UCFX 057110	UCFX 057162	UCFX 057258
UCFX 057111	UCFX 057164	UCFX 057259
UCFX 057112	UCFX 057165	UCFX 057262
UCFX 057114	UCFX 057167	UCFX 057264
UCFX 057115	UCFX 057169	UCFX 057265
UCFX 057118	UCFX 057170	UCFX 057267
UCFX 057120	UCFX 057174	UCFX 057268
UCFX 057121	UCFX 057181	UCFX 057269
UCFX 057122	UCFX 057189	UCFX 057270
UCFX 057123	UCFX 057191	UCFX 057271
UCFX 057124	UCFX 057195	UCFX 057273
UCFX 057125	UCFX 057196	UCFX 057274
UCFX 057126	UCFX 057197	UCFX 057275
UCFX 057128	UCFX 057200	UCFX 057277
UCFX 057129	UCFX 057201	UCFX 057279
UCFX 057131	UCFX 057203	UCFX 057280
UCFX 057132	UCFX 057208	UCFX 057283
UCFX 057133	UCFX 057209	UCFX 057288
UCFX 057134	UCFX 057215	UCFX 057291
UCFX 057135	UCFX 057222	UCFX 057292
UCFX 057136	UCFX 057230	UCFX 057295
UCFX 057137	UCFX 057236	UCFX 057296
UCFX 057138	UCFX 057237	UCFX 057297
UCFX 057139	UCFX 057238	UCFX 057298
UCFX 057143	UCFX 057244	UCFX 057300
UCFX 057144	UCFX 057247	UCFX 057301
UCFX 057145	UCFX 057248	UCFX 057303
UCFX 057147	UCFX 057251	
UCFX 057149	UCFX 057252	

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

4/3/08



\_\_\_\_\_  
Robert W. Alvord